

# Chemical Industry Services

1420 Fawn Ridge Drive, West Lafayette, IN 47906

Tel (317) 743-7412

Fax (317) 743-6934

January 20, 1995

Mr. Jeffrey L. Pratt  
Cedar Chemical Corp.  
5100 Poplar Avenue  
Memphis, TN 38137

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JAN 26 1995

Ans'd.....

Dear Mr. Pratt:

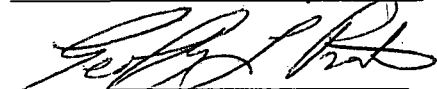
This letter is to confirm that the "halogenated phenol" project that CIS brought to Cedar involves the toll conversion of Tribromophenol to poly (2,6-dibromophenylene oxide).

The customer is Great Lakes Chemical Corporation, who produces the TBP. They are interested in having Cedar Chemical produce one (1) million pounds of the ether in 1995 with a strong possibility for another 500,000 pounds in early 1996. Target conversion cost has been passed between the parties at \$1.50 per pound of ether.

As discussed Chemical Industry Services (CIS) will receive a payment from Cedar Chemical for services rendered of seven percent (7%) of the toll conversion fee that Cedar Chemical charges Great Lakes Chemical for the toll manufacturing. The fee shall continue as long as Cedar Chemical continues to produce this product or closely related precursors or derivatives for Great Lakes Chemical. Payment to CIS to be made by Cedar no later than fifteen (15) days after receipt of payment from Great Lakes Chemical for part or all of the conversion charge.

By:

Cedar Chemical Corporation

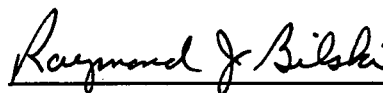


Title: Vice President, Custom Mfg.

Date: 1/30/95

By:

Chemical Industry Services



Title: Owner

Date: January 20, 1995

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RECEIVED 5100 Poplar Avenue • Suite 2414 • Memphis, TN 38137 • (901) 685-5348 • Fax (901) 684-5398

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Ans'd.. Logged In  
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## SECRECY AGREEMENT

THIS AGREEMENT, made this 16th day of July, 1996 by and between CEDAR CHEMICAL CORPORATION, a Delaware Corporation, having its principal place of business at 24th Floor, Clark Tower, 5100 Poplar Avenue, Memphis, Tennessee 38137 (hereinafter referred to as "Cedar"), and CHEMICAL INDUSTRY SERVICES, INC., having its principal place of business at 1420 Fawn Ridge Drive, West Lafayette, Indiana 47906 (hereinafter referred to as the "Company").

WHEREAS, Cedar possesses technical, marketing and business information related to its Custom Manufacturing Business.

WHEREAS, Cedar wishes to disclose such information to the Company in order for the Company to assist Cedar in certain activities related to Cedar's custom manufacturing business;

NOW, THEREFORE, the parties agree as follows:

1. The information disclosed by Cedar to the Company hereunder and designated in writing to be confidential shall, for a period of ten years from the date of this Agreement, be kept confidential by the Company with the same reasonable precautions against disclosure to other parties that the Company uses with respect to its own information of a similar nature. Information disclosed orally will be considered non-confidential unless, without thirty (30) days after such oral disclosure, a written disclosure is submitted to the Company containing the information which was orally disclosed, and confirming the confidential nature of such information.

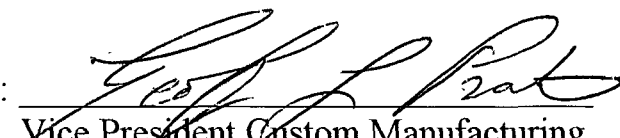
2. The obligations set forth in paragraph 1 hereof shall not apply to (a) information which is now or later becomes publicly known through no fault of the Company, (b) information which the Company obtains from a third party entitled to disclose it, or (c) information which was already known to the Company at the time of its disclosure hereunder, as supported by the Company's prior written records.

3. The Company shall not disclose to any third party or use for commercial purposes without prior written consent of Cedar any information deemed confidential pursuant to the terms of this Agreement, for so long as such information must be maintained confidential hereunder.

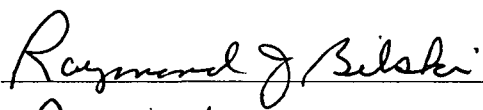
4. Nothing contained in this agreement shall be deemed to grant the Company a license to use any confidential information disclosed to it hereunder.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CEDAR CHEMICAL CORPORATION

by:   
Vice President Custom Manufacturing  
and Specialty Chemicals

CHEMICAL INDUSTRY SERVICES, INC.

by:   
President  
Title